

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

**ASSIGNMENT OF STOCK** See Cover Application

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

**ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee <b>Bell Atlantic Corporation</b>		T34. Voice Telephone Number <b>212-395-2121</b>	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number <b>212-597-2587</b>	
T37. Mailing Street Address or P.O. Box <b>1095 Avenue of the Americas</b>			
T38. City <b>New York</b>		T39. State <b>NY</b>	T40. Zip Code <b>10036</b>

**NEW LICENSEE INFORMATION** (No change in identity)

T41. Legal Name of Licensee <b>See Exhibit 1</b>		T42. Voice Telephone Number <b>972-718-1058</b>	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number <b>972-718-1236</b>	
T45. Mailing Street Address or P.O. Box <b>MC: HQB07A12, P.O. Box 152210</b>			
T46. City <b>Irving</b>		T47. State <b>TX</b>	T48. Zip Code <b>75015-2210</b>
T49. Taxpayer Identification Number <b>See Exhibit 1</b>		T50. Internet or e-mail address <b>debra.kaczkowski@telops.gte.com</b>	

**ALIEN OWNERSHIP**

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N )	Yes	No

## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	Yes	No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( Y )	Yes	No

**See Exhibit 2**

## ASSIGNOR OR TRANSFEROR CERTIFICATION

<p><b>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</b></p>		
T60. Typed Name of Person Signing <b>William P. Barr</b>	T61. Title <b>Exec. Vice Pres. &amp; General Counsel</b>	
T62. Signature 	T63. Date <b>9/30/98</b>	

## ASSIGNEE OR TRANSFeree CERTIFICATION

<p><b>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</b></p>			
T64. The assignee or transferee is a (an)    ( C )    Individual            Unincorporated Association            Partnership            Corporation			
T65. Typed Name of Person Signing <b>James R. Young</b>	T66. Title <b>Exec. Vice Pres. &amp; General Counsel</b>		
T67. Signature 	T68. Date <b>10/1/98</b>		
<p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 512(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>			

**RURAL RADIO AUTHORIZATIONS TO BE TRANSFERRED**

Contel of Minnesota, Inc. TIN: 420844062	KAI84	CR	7/7/89	VT
	KAM26	CR	8/21/89	VT
	KBC89	CR	8/21/89	VT
	KBH69	CR	8/21/89	VT
	KBH70	CR	8/21/89	VT
	KBI96	CR	8/21/89	VT
	KNKL903	CR	9/7/93	VT
	KTF63	CR	8/21/89	VT
	WDZ580	CR	10/25/90	VT
	WDZ642	CR	8/21/89	VT
	WDZ643	CR	8/21/89	VT
	WDZ644	CR	8/21/89	VT
	WDZ645	CR	8/21/89	VT
	WDZ646	CR	8/21/89	VT
	WDZ647	CR	8/21/89	VT
	WDZ687	CR	8/21/89	VT
	WDZ688	CR	8/21/89	VT
	WDZ689	CR	8/21/89	VT
	WDZ690	CR	8/21/89	VT
	WDZ710	CR	8/21/89	VT
	WDZ711	CR	8/21/89	VT
	WDZ713	CR	8/21/89	VT
	WDZ714	CR	8/21/89	VT

GTE California Incorporated TIN: 950510200	KNKD494	CR	8/21/89	VT
	KNKJ922	CR	7/7/89	VT
	KNKK596	CR	5/21/91	VT
	KNKK723	CR	7/7/89	VT
	KNKL487	CR	3/6/90	VT
	KNKL488	CR	10/30/89	VT
	KNKL588	CR	12/12/89	VT
	KNKL722	CR	7/20/89	VT
	KNKO630	CR	6/11/93	VT
	KNKP209	CR	6/28/93	VT
	KNKP493	CR	1/3/94	VT
	KNL47	CR	4/26/90	VT
	KOS253	CR	8/21/89	VT
	KRW89	CR	8/21/89	VT
	KTF56	CR	7/7/89	VT
	KVH64	CR	5/21/91	VA
	WBO66	CR	5/21/91	VA
	WCJ835	CR	8/21/89	VT
	WDD36	CR	5/21/91	VA
	WDW513	CR	4/30/90	VA
	WDW534	CR	7/3/89	VA
	WDW535	CR	7/3/89	VA
	WDZ380	CR	8/21/89	VA
	WDZ685	CR	8/21/89	VT
	WDZ814	CR	8/21/89	VT
	WDZ898	CR	4/30/90	VA
	WJM99	CR	5/21/91	VA
	WSM51	CR	5/21/91	VA
GTE Hawaiian Telephone Company Incorporated TIN: 950049500	KNKL826	CR	6/19/90	VA
	KNKL881	CR	6/19/90	VA
	KNKL912	CR	9/27/89	VA
	KNKP640	CR	10/22/96	VA
	KNLW639	CR	9/14/98	VA
GTE North Incorporated TIN: 351869961	KNKH947	CR	10/26/92	VA
	KNKP349	CR	11/30/93	VA
	KNKP858	CR	8/17/95	VA
GTE Northwest Incorporated TIN: 910466820	KSQ50	CR	4/26/90	VT
	WAF805	CR		VA
	WAF807	CR		VA

	WAV531	CR	8/21/89	VT
	WDZ586	CR	8/21/89	VT
	WDZ627	CR	8/21/89	VT
	WDZ628	CR	8/21/89	VT
	WDZ678	CR	8/21/89	VT
GTE Southwest Incorporated TIN: 750573444	KLH27	CR	5/22/91	VA
	KNKD679	CR	1/9/92	VA
	KNKK625	CR	5/21/91	VT
	KNKK697	CR	7/3/89	VT
	KNKK781	CR	4/29/92	VA
	KNKL276	CR	9/21/92	VA
	KNKL294	CR	3/30/94	VA
	KNKL777	CR	11/9/93	VA
	KNKL825	CR	9/7/90	VA
	KNKL836	CR	2/12/96	VA
	KNKM545	CR	7/15/97	VT
	KNKM709	CR	7/29/94	VA
	KNKM771	CR	5/16/95	VA
	KNKM883	CR	12/12/93	VA
	KNKM891	CR	12/2/91	VA
	KNKM937	CR	5/27/94	VA
	KNKM938	CR	6/5/95	VA
	KNKO234	CR	4/28/95	VT
	KNKO241	CR	6/23/93	VA
	KNKO337	CR	12/13/91	VT
	KNKO359	CR	11/9/93	VT
	KNKP279	CR	10/14/93	VA
	KNLM666	CR	4/19/95	VA
	KNLN392	CR	4/26/95	VA
	KNLR645	CR	6/13/96	VT
	KNLW499	CR	9/14/98	VA
	WAV528	CR	6/28/89	VT
	WAV529	CR	6/28/89	VT
	WCJ831	CR	5/21/91	VT
	WCJ832	CR	7/3/89	VT
GTE West Coast Incorporated TIN: 910466820	KNKM959	CR	9/28/93	VA

## PENDING PROCEEDINGS

### Response to Item T59:

**New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut)**

Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

**Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina)** Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

**Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina)** Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

**Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland)** Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

**USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc. (Massachusetts Superior Court)** Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

**In Re Vermont RSA Limited Partnership (Vermont Environmental Board)** While the following case is not reportable under this question, it is being disclosed for information purposes. In July 1998, the Board granted a petition by the town of Sharon,

Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

Before The  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

In the Matter of	)	
	)	
GTE CORPORATION,	)	
	)	
Transferor,	)	File No.
	)	
and	)	
	)	
BELL ATLANTIC CORPORATION,	)	
	)	
Transferee.	)	
	)	
For Consent to Transfer of Control	)	

**APPLICATION FOR TRANSFER OF CONTROL**

**VOLUME II**

**APPLICATIONS**



READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

Electronic Fee Audit Code  
167552282731333  
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY  
Wireless - Air-Ground

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 340.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10036

(17) DAYTIME TELEPHONE NUMBER (include area code)

212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

KNKG804

(20A) PAYMENT TYPE CODE (PTC)

C M D

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 295.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

KWU228

(20B) PAYMENT TYPE CODE (PTC)

C A D

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 45.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, \_\_\_\_\_, Certify under penalty of perjury that the foregoing and supporting information  
(PRINT NAME)  
are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

1 2 3 4 5 6 7 8 9 0

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD  
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

**FCC 490**

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)**Application for Assignment of Authorization  
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

**FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
<b>CMD</b>	<b>1</b>	<b>\$295.00</b>		
<b>CAD</b>	<b>1</b>	<b>45.00</b>	<b>\$ 340.00</b>	

**ASSIGNOR OR TRANSFEROR**

T1. Name of Assignor or Transferor <b>GTE Corporation</b>		T2. Voice Telephone Number <b>972-507-5000</b>	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number <b>972-507-5341</b>	
T5. Mailing Street Address or P.O. Box <b>1255 Corporate Drive, P.O. Box 152257</b>			
T6. City <b>Irving</b>		T7. State <b>TX</b>	T8. Zip Code <b>75015</b>
T9. Name of Contact Representative (if other than Assignor or Transferor) <b>Suzanne Carmel</b>		T10. Voice Telephone Number <b>202-463-5295</b>	
T11. Firm or Company Name <b>GTE Service Corporation</b>		T12. Fax Telephone Number <b>202-463-5239</b>	
T13. Mailing Street Address or P.O. Box <b>1850 M Street, NW, Suite 1200</b>			
T14. City <b>Washington</b>		T15. State <b>DC</b>	T16. Zip Code <b>20036</b>

**TYPE OF TRANSACTION**

T17. This application requests ( <b>T</b> )	<u>Assignment of authorization</u>	<u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? ( <b>S</b> )	<u>Sale or other transfer or assignment of stock</u>	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is ( <b>V</b> )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( <b>N</b> )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( )	<u>Yes</u>	<u>No</u>

**All necessary authorizations will be obtained.**

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

**ASSIGNMENT OF STOCK** See Cover Application

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

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T38. City <b>New York</b>		T39. State <b>NY</b>	T40. Zip Code <b>10036</b>

**NEW LICENSEE INFORMATION** (No change in identity)

T41. Legal Name of Licensee <b>See Exhibit 1</b>		T42. Voice Telephone Number	
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T45. Mailing Street Address or P.O. Box			
T46. City		T47. State	T48. Zip Code
T49. Taxpayer Identification Number		T50. Internet or e-mail address	

**ALIEN OWNERSHIP**

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N )	Yes	No

• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	Yes	No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( Y )	Yes	No

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T62. Signature 	T63. Date <b>9/30/98</b>	

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T64. The assignee or transferee is a (an)    ( C )    Individual      Unincorporated Association      Partnership      Corporation			
T65. Typed Name of Person Signing <b>James R. Young</b>	T66. Title <b>Exec. Vice Pres. &amp; General Counsel</b>		
T67. Signature 	T68. Date <b>10/1/98</b>		
<p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>			

**AIR-GROUND RADIOTELEPHONE AUTHORIZATIONS TO BE TRANSFERRED**

GTE Airfone Incorporated TIN: 363166957	KNKG804	CG	12/6/95	UA
GTE Florida Incorporated TIN: 590397520	KWU228	CG	1/23/96	UA

**Address for GTE Airfone Incorporated:**

c/o GTE Service Corporation  
1850 M Street, NW, Suite 1200  
Washington, DC 20036  
Voice Telephone: 202-463-5295  
Fax Telephone: 202-463-5239  
Internet Address: scarmel@dcoffice.gte.com  
[updated address]

**Address for GTE Florida Incorporated:**

MC: HQB07A12  
P.O. box 152210  
Irving, TX 75015-2210  
Voice Telephone: 972-718-1058  
Fax Telephone: 972-718-1236  
Internet Address: debra.kaczkowski@telops.gte.com

## PENDING PROCEEDINGS

### Response to Item T59:

**New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut)**

Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

**Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina)** Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

**Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina)** Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

**Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland)** Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

**USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc. (Massachusetts Superior Court)** Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

**In Re Vermont RSA Limited Partnership (Vermont Environmental Board)** While the following case is not reportable under this question, it is being disclosed for information purposes. In July 1998, the Board granted a petition by the town of Sharon,

Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Celco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.



**FCC 490****FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.**FCC Use Only**  
(File Number)**Application for Assignment of Authorization  
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services  
Rural Radiotelephone Service**FCC Use Only****FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
<b>DNA</b>	<b>DNA</b>	<b>DNA</b>	<b>\$ DNA</b>	

**ASSIGNOR OR TRANSFEROR**

T1. Name of Assignor or Transferor <b>GTE Corporation</b>		T2. Voice Telephone Number <b>972-507-5000</b>	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number <b>972-507-5341</b>	
T5. Mailing Street Address or P.O. Box <b>1255 Corporate Drive, P.O. Box 152257</b>			
T6. City <b>Irving</b>		T7. State <b>TX</b>	T8. Zip Code <b>75015</b>
T9. Name of Contact Representative (if other than Assignor or Transferor) <b>Suzanne Carmel</b>		T10. Voice Telephone Number <b>202-463-5295</b>	
T11. Firm or Company Name <b>GTE Service Corporation</b>		T12. Fax Telephone Number <b>202-463-5239</b>	
T13. Mailing Street Address or P.O. Box <b>1850 M Street, NW, Suite 1200</b>			
T14. City <b>Washington</b>		T15. State <b>DC</b>	T16. Zip Code <b>20036</b>

**TYPE OF TRANSACTION**

T17. This application requests ( <b>T</b> )	<u>Assignment of authorization</u>	<u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? ( <b>S</b> )	<u>Sale or other transfer or assignment of stock</u>	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is ( <b>V</b> )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( <b>N</b> )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( )	<u>Yes</u>	<u>No</u>

**All necessary authorizations will be obtained.**

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

**ASSIGNMENT OF STOCK** See cover application

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

**ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee <b>Bell Atlantic Corporation</b>		T34. Voice Telephone Number <b>212-395-2121</b>	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number <b>212-597-2587</b>	
T37. Mailing Street Address or P.O. Box <b>1095 Avenue of the Americas</b>			
T38. City <b>New York</b>		T39. State <b>NY</b>	T40. Zip Code <b>10036</b>

**NEW LICENSEE INFORMATION (No change in identity)**

T41. Legal Name of Licensee <b>See Exhibit 1</b>		T42. Voice Telephone Number <b>770-353-3525</b>	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number <b>770-353-3538</b>	
T45. Mailing Street Address or P.O. Box <b>c/o Regulatory - A3REG, 245 Perimeter Center Parkway</b>			
T46. City <b>Atlanta</b>		T47. State <b>GA</b>	T48. Zip Code <b>30346</b>
T49. Taxpayer Identification Number <b>See Exhibit 1</b>		T50. Internet or e-mail address <b>jrobbins@mobilnet.gte.com</b>	

**ALIEN OWNERSHIP**

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N )	Yes	No

## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	Yes	No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( Y )	Yes	No

**See Exhibit 2**

## ASSIGNOR OR TRANSFEROR CERTIFICATION

<p><b>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</b></p>		
T60. Typed Name of Person Signing <b>William P. Barr</b>	T61. Title <b>Exec. Vice President &amp; General Counsel</b>	
T62. Signature 	T63. Date <b>9/30/98</b>	

## ASSIGNEE OR TRANSFeree CERTIFICATION

<p><b>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</b></p>			
T64. The assignee or transferee is a (an)    ( C )    Individual                  Unincorporated Association                  Partnership                  Corporation			
T65. Typed Name of Person Signing <b>James R. Young</b>	T66. Title <b>Exec. Vice President &amp; General Counsel</b>		
T67. Signature 	T68. Date <b>10/1/98</b>		
<p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>			

**PCS AUTHORIZATIONS TO BE TRANSFERRED**

GTE Wireless of the Midwest Incorporated TIN: 061133385	KNFL236	CW	6/23/95	VA
GTE Wireless of the Pacific Incorporated TIN: 061074494	KNFL283	CW	6/23/95	VA
TIN: 061074494	KNLF247	CW	6/23/95	VA

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